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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
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**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 11639
(LIQUIDATING ULTIMATE ELECTRONICS, INC.)**

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and
debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and
Liquidating Ultimate Electronics ("Claimant") respectfully submit this Joint Stipulation
And Agreed Order Compromising And Allowing Proof Of Claim Number 11639
(Liquidating Ultimate Electronics, Inc.) (the "Joint Stipulation") and agree and state as
follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, Claimant filed proof of claim number 11639 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$412,428.88 (the "Claim") stemming from alleged preferential payments occurring within ninety days before the Claimant's bankruptcy.

WHEREAS, on June 27, 2008, the Debtors objected to the Claim pursuant to the Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain: (A) Amended Claims, (B) Equity Claims, (C) Untimely Insufficiently Documented Claims, (D) Books And Records Claims, (E) Untimely Claims And (F) Claims Subject To Modification (Docket No. 13828) (the "Thirtieth Omnibus Claims Objection" (the "Thirtieth Omnibus Claims Objection").

WHEREAS, on July 24, 2008, Claimant filed Liquidating UE, Inc's Response To Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain: (A) Amended Claims, (B) Equity Claims, (C) Untimely Insufficiently Documented Claims, (D) Books And Records Claims, (E) Untimely Claims And (F) Claims Subject To Modification (Docket No. 13980 (the "Response").

WHEREAS, on February 27, 2009, to resolve the Thirtieth Omnibus Claims Objection with respect to the Claim, DAS LLC and Claimant entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against the estate of DAS LLC in the amount of \$68,385.79 as a general unsecured non-priority claim.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and DAS LLC stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$68,385.79 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. The Response to the Thirtieth Omnibus Claims Objection shall be deemed withdrawn with prejudice.

[signatures concluded on following page]

Dated: New York, New York
February 27, 2009

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
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Dated: New York, New York
February 15, 2009

LIQUIDATING ULTIMATE ELECTRONICS,
INC.
By its counsel
HAYNES & BOONE LLP
By:

/s/ Trevor Hoffman
TREVOR HOFFMAN
1221 Avenue of the Americas, 26th Floor
New York, New York 10020
(212) 659-7300

SO ORDERED

This 6th day of March, 2009
in New York, New York

/s/Robert D. Drin
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE